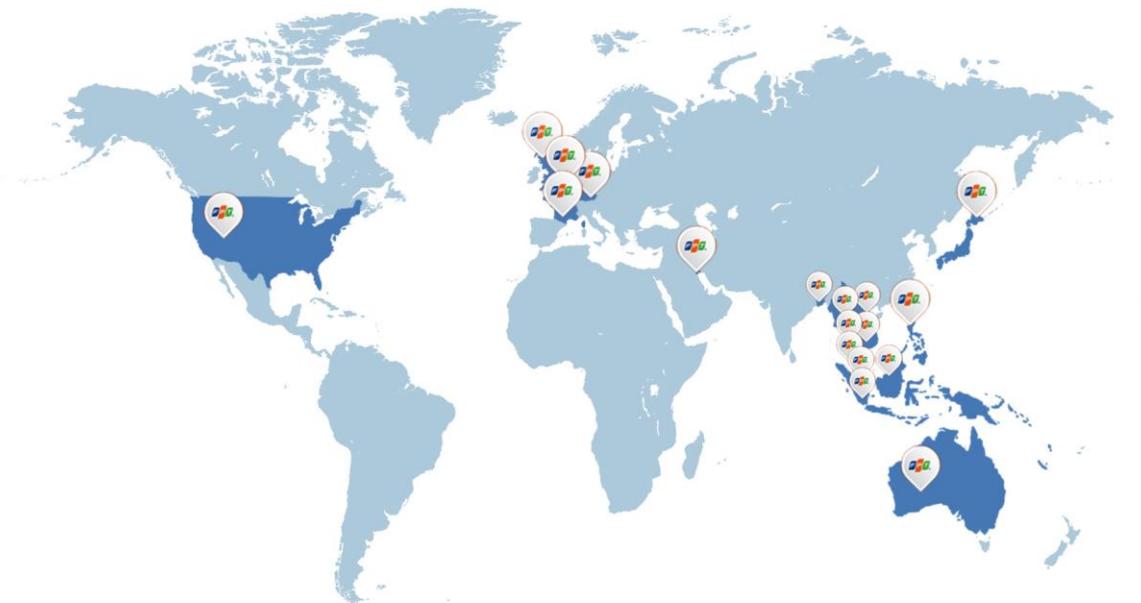




FPT CORPORATION

DOCUMENTS

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2014



March 2014



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AGENDA

2014 ANNUAL GENERAL SHAREHOLDERS MEETING

Time: 8:00a.m., Saturday, March 29th 2014

Venue: Grand Ballroom, Ground Floor, Daewoo Hotel, 360 Kim Ma Street, Ba Dinh District, Hanoi

Details:

No.	Time	Description (Proposed)	In charge
1.	08:00 – 09:00	Registration	Organizer
2.	09:00 – 09:05	Opening ceremony	Organizer
3.	09:05 – 09:10	Report on the validity of GSM	Supervisory Board
4.	09:10 – 09:20	Nomination of the secretary, election of the voting committee and approval of the meeting agenda	Chairman
5.	09:20 – 09:35	Presentation of 2013 Director Board's Report. Budget and remuneration for Director Board in 2014	BOD
6.	09:35 – 09:45	Presentation of Management Board's Report about business activities and audited financial statements in 2013	BOM
7.	09:45 – 09:50	Presentation of 2013 Supervisory Board's Report. Budget and remuneration for Supervisory Board in 2014	Supervisory Board
8.	09:50 – 09:55	Presentation of 2013 Profit Distribution Plan Proposal of cash dividend payment 2014	BOM
9.	09:55 – 10:00	Proposal of shares issuance program for employees in the period 2014 - 2016	BOD
10.	10:00 – 10:10	FPT Strategy 2014 - 2016	BOD
11.	10:10 – 10:30	Discussion of voting issues	Chairman
12.	10:30 – 10:40	Voting	Voting Committee
13.	10:40 – 11:10	Discussion of other issues	Chairman
14.	11:10 – 11:40	<i>Tea break</i>	
15.	11:40 – 11:45	Declaration of voting results	Voting Committee
16.	11:45 – 11:50	Approval of Resolution of 2014 Annual General Meeting of Shareholders	BOD
17.	11:50 – 11:55	Approval of Minutes of 2014 Annual General Meeting of Shareholders	Secretary
18.	11:55 – 12:00	Closing	Chairman



THE REPORT OF THE BOARD OF DIRECTORS

I. BUSINESS PERFORMANCE REVIEW

The report of the Government on Vietnam's socio-economic situation in 2013 has noted that "the World Economic recovery has been slower than expected. This financial crisis and global economic downturn is considered the most severe since the Great Depression during the 1929 – 1933 periods". Weak consumer demand, low credit growth and high NPL ratio which have been in the shadow for the past few years, have made 2013 a considerably challenging year for businesses.

In the context whereas efforts to survive was considered successful, FPT has completed FY2013 with:

- ✓ Revenue of VND 28,647 billion, accomplishing 106% of the guidance, up 13% yoy;
- ✓ Profit before tax reached VND 2,516 billion, equivalent to 95% of the guidance, up 5% yoy;
- ✓ EPS reached VND 5,858 per share, or 95% of the guidance, up by 3% yoy.

The strategic direction set out in 2013 has achieved solid results:

- ✓ **In Technology sector:**
 - Achieved its goal of elevating the sales proportion of new products and services in total revenue from 12% in 2012 to 19% in 2013.
 - Successfully implemented core solutions in numerous sectors at overseas markets, to name a few: the USD 2.5 million Telecommunication project in Laos market, the FMIS Cambodia project that values nearly USD 10 million for the Ministry of Economy and Finance of Cambodia, the first Core Banking project in Myanmar market of nearly USD 1.2 million for Innwa bank, etc.
 - Advancing the development of core application software with some typical projects such as: the Central management and Treasury fund issuance system for the State Bank of Vietnam (CMO); Hospital management system– FPT.eHospital for Cho Ray Hospital; Won the bidding to provide operational management software for Vietnam Social Security sector; implemented "Credit Information Center's data management system" for the State Bank of Vietnam, etc.
 - Signed MOU on IT investment & development with various provincial authorities such as ones in Quang Ninh, Nghe An, Hai Phong, etc. Many bidding packages of which has been implemented within the year in Quang Ninh. The e-Government Information Systems, FPT.eGOV being developed by FPT IS has been applied in many cities and provinces across the country.
 - Organized ground-breaking ceremonies and launched many large-scale infrastructure projects to serve the long-term development needs of the Software outsourcing



business such as: the F-Ville in Hoa Lac, Hanoi; F-Town 2 in District 9 High-tech Zone, HCM city; FPT Complex in Da Nang.

✓ **In Telecommunication sector:**

- Having completed the 3,600 kilometer-long B line of North-South backbone network; bringing the first cross-border backbone network connecting with Laos into service.
- Having expanded the operations to Cambodia and currently covering five major cities and provinces, including: Phnom Penh, Kandal, Kampong Cham, Battam Bang, and Siem Reap.
- Expanding service coverage area to 54 cities and provinces nationwide.

✓ **In Distribution and Retail sector:**

- The FPT Shop-branded retail chain has been continuously expanded: FPT Shop has opened 50 stores in 2013 alone, bringing the total to 100, presenting in 50 cities and provinces. FPT Retail currently has a market share of 7%.
- Expanded the market share of the exclusive distribution of Nokia products in Vietnam market, including the Northern and Northern Central provinces (Tay Nguyen, Da Nang and Central Coast provinces).
- Has officially distributed iPhone products in the domestic market since April 2013, which makes FPT the first full range distributor of Apple products in Vietnam.

✓ **The Global expansion strategy**

- Achieving strong progress in 2013, particularly with establishment of the FPT Myanmar Services Company in Yangon, Myanmar which focuses on market researching and supporting subsidiaries in operations in this new potential market.
- Winning contracts and having implemented a series of large SI projects for government customers in Laos, Cambodia, Singapore, etc with values up to millions of dollars.
- Total revenue from overseas market has increased by 31%, in which Software outsourcing delivered impressive results in the US market (up 62%), Japan market (up 32% in constant currency), and Asia Pacific (APAC, up 46%).

The above results have shown the efforts and commitment of more than 17,000 staff and leadership at all levels in such a challenging context, which continued to re-affirm the Corporation's No. 1 position after 25 years of development and to bring sustainable values to shareholders.

However, despite decent results, there are still some short-comings in 2013 which need to be addressed. Profit before tax fell below guidance due to difficulties in System integration and Digital content segments. These are the bottlenecks where the boards of management (BOM) of FPT Corporation, together with FPT IS and FPT Online are working hard on the solutions including optimizing operations and investments to bring them back on the expected growth track.



II. REVIEWING BOM'S ACTIVITIES AND CORPORATE GOVERNANCE

In August 2013, Mr. Bui Quang Ngoc has been appointed as the President and CEO; Mr. Truong Gia Binh continued to assume the Chairman position. This conforms to the commitment of the Chairman Truong Gia Binh at the Annual Meeting in 2013 to segregate the duties of corporate governance and strategic implementation to conform the modern international governance practices.

Upon taking the position, Mr Bui Quang Ngoc and other BOM members have quickly reviewed each of FPT's business units' operations, timely provided adjustments and measures to improve discipline in procedures and target compliance. BSC was the tool that has been fully utilized in monitoring the strategic enforcement, with committed KPIs submitted from member companies.

Regarding to corporate governance, FPT has issued the new Company Charter in April 2013 in accordance with the Circular No.121/2012/TT-BTC issued by the Ministry of Finance on July 26th, 2012 guiding the corporate governance activities at public companies. Then the Corporate Governance Policies were amended and issued to provide specific guidance implementing corporate governance provisions in the new Charter. This is the result of the great efforts of the Board of Directors in ensuring regulatory compliance as well as the determination of the Board to improve the corporate governance quality in 2013.

III. STRATEGIC DIRECTIONS AND 2014 GUIDANCE

1. Macro economic outlook

The year 2013, world economic growth reached around 2.1%, which was only slightly higher than the economic crisis in 2008, and was the lowest for the last 4 years. However, global financial outlook has more stable signals. Domestically, GDP in 2014 is expected by the Government to be 5.8%, albeit higher than that in 2012 but is still in the low range of growth in the last 5 years. A flat economic growth outlook is seen to keep on affecting enterprises, including ones in the IT-Telecom industry.

2. Industry outlook and opportunities for FPT

The world IT industry has been transitioning into the 3rd wave platform from the client-server, LAN (the 2nd wave platform) into S.M.A.C platform. Service providers are standing at the same starting point in front of this new wave of technology. Developed markets such as the US, Japan, Europe are the most potential markets for such services and solutions based on such new platforms.

Domestically, the economy is expected to slowly recover in 2014. This will continue to negatively affect the growth of domestic-related businesses of FPT. In such context, beside consolidating and expanding local market share, FPT has determined to expand our operations to markets beyond Vietnam.

3. Market outlook

3.1 Technology segment

✓ Software development segment

Software outsourcing business



Software outsourcing will continue to be a pivotal segment in FPT's global expansion strategy. The global IT outsourcing market is estimated by Gartner to reach around USD 288 billion, and will continue to grow by 5.2% in constant currency in 2014. This is seen a limitless market for Vietnam-based IT companies. Beside traditional IT services, which is anticipated by experts to continue to grow at a single digit rate, cloud-based and mobility services are forecasted to grow at double digit rates. These are also new growth areas, which are expected to generate high growth for FPT's outsourcing business in the future. In 2013, after less than one year implementing cloud-based services, FPT has its revenue from new services reached VND 95 billion, proving our capability in mastering and implementing services based on new technologies.

Particularly for the Japan market, Vietnamese IT service providers are have advantages as Japanese corporations are looking for an alternative IT service destination apart from China. Vietnam has been ranked among Top 10 IT outsourcing destination for having a plentiful human resource and reasonable production costs. With a total number of more than 4,000 software engineers, programmers, and technology professionals that meet international standards, and being the most-favoured employer in the IT industry in Vietnam, according to CareerBuilder's survey, FPT has good advantage in accessing the talent pool.

✓ **System integration**

According to 2013 Global IT Report by the World Economic Forum (WEF), Vietnam was ranked 84/144, 1 rank lower than 2012 despite achieving 3.74 points, higher than 3.70 points in 2012. This has showed that Vietnam's readiness to the digital economy has been improved, but slower than countries with similar development level. The report also showed that ICT investment is essential to quickly improve national competitiveness, and urged countries like Vietnam to improve investment environment to foster the IT industry's growth.

The government is fully aware of the role of IT, which was demonstrated by the Resolution 16/CP-NQ dated June 8th, 2012 to implement the Resolution No. 13/NQ-TW dated January 16th, 2012 on building a uniform infrastructure in order to build Vietnam to become a modern industrialized country. From 2014, the fact that the Prime Minister assumes the role of Chairman of National Committee on IT application is expected to foster Vietnam's IT growth. However, on the other side, the government's budget may continue to be low, including budget for IT projects. IDC expected that in 2014, IT products including personal computer, mobile computers, tablets, servers, storage devices and peripherals may increase by only 0.05% versus 2013.

The banking sector, which is undergoing a restructuring process, has seen IT budget continue to decrease. It is expected that in 2014, IT budget from banks may continue to be tightened and heavily depend on the banks' performance, including issues such as NPL treatment, capital output (i.e. credit growth) and restructuring of distressed banks.

In the Telecom market, in 2014 the government expects to speed up the restructuring of telecom corporations. This will affect IT spending in the telecom sector in general and the system integration market in particular.

3.2. Telecom segment (division)

✓ **Telecom services**



According to statistics by International Telecommunication Union (ITU), internet penetration in Vietnam ranked 111th out of 228 countries and territories being ranked, reached 39%. Beside the untapped rural areas, which accounts for 70% total population of the country, the demand for higher bandwidth and speed from users, especially ones in large cities which has been on the rise has generated demand for better services. The popularity of large files being transmitted or streamed through internet such as high definition videos, photos, video conferencing, etc. and the increasing popularity of mobile devices has increased the bandwidth demand substantially, requiring telecom service providers to continuously to upgrade the infrastructure, offering premium packages to meet rising customer demand. This is a favourable condition for FPT to boosting the offering such premium services to meet individual and corporate customers' demand in 2014. Besides, better infrastructure will facilitate of offering of new added services on the one connected cable to their home, such as cable TV, video on demand using IPTV technology, online storage, etc. Concurrently, being one of the Top 3 fixed line internet services providers with more and more modern technology will enable FPT to expand our market share in data center, hosting, server leasing, etc. for corporate clients.

✓ **The Digital content business**

The fast growing internet population in Vietnam with more than 31 million users in 2013 has created more and more opportunities for the young Digital content industry in the long-run.

According to a report by ComScore in 2013, Vietnam has the largest internet population among Southeast Asia (SEA) countries, and ranked 2nd in the region for the most time spent online. Young people, who aged below 35, which accounts for 74% total internet users, are the heaviest user groups, and are online mostly to use social networking and **news**. According to another survey by Kantar Media, news are the second most popular demand for internet users in Vietnam, which reflect the fact that online newspapers are becoming more and more popular source of information.

FPT is currently operating the leading online newspapers and news portals such as VnExpress.net, ngoisao.net, with totally 1.5 billion page views and around 25 million unique visitors per month. This is a very important premise for FPT to leverage on, to continue to boost existing services, and to research to provide more services to serve the rising demand from the 31-million internet users in Vietnam.

For online gaming segment, per estimation, Vietnam game market has some 15 million players, and is the 2nd largest game market in SEA. After a several years stop granting new game licenses, in 2013, the government has signaled to resume the licensing activity. This is a positive regulatory signal to help FPT to transform in order to bring back the growth for the online gaming segment.

3.3 Distribution and Retailing of technology products

In the phone market, it is expected that the double-digit growth rate of the smartphone sub-segment will compensate for the double-digit decline of the feature phone sub-segment in 2014. Having most leading smartphone brands such as iPhone, Nokia, Lenovo, HTC, FPT Phone and most recently Huawei, FPT Trading's distribution portfolio has fully covered all market segments, from high-end to budget smartphone, preparing well for the dominant smartphone transition trend.



The domestic IT market, on the other side, is expected to go flat, with a rare exception of tablets. Low market demand will generally put pressure on distributors and retailers.

4. Strategic directions in 2014

Amid such economic conditions and market outlook, the Board of Directors has specified strategic directions for 2014 as follow:

✓ **Expanding globally:**

- Boosting the software outsourcing business in such markets as the U.S., Japan, Europe by further boosting the training of technology professionals, new technology researching, and improving marketing activities;
- Boosting BPO activities of which the human resource has been selected and carefully trained by our Japanese partner in 2013;
- Expanding the providing software solutions in such domain expertise as government administration, banking, telecom, healthcare to overseas markets, especially developing markets such as Laos, Cambodia, Myanmar, Bangladesh, Ghana, Bhutan, Senegal, to name a few;
- Continue to expand our telecom market share in the regional market; keeping on seeking opportunities in new markets;
- Building up new campuses and setting up more offices overseas.

✓ **Domestic market – Consolidating the leading market position in traditional businesses**

• **Technology sector:**

- Consolidating the domestic market share in Software solutions and System integration;
- Consolidating and expanding market share in the maintenance, installation, training services and warranty technology transfer, with more focus on software application maintenance, banking-specific equipment, security system and system storage;
- Further boosting e-services, maintaining the double digit growth against FY2013.

• **Telecom sector:**

- Investing in upgrading and improving telecom infrastructure to offer more premium services,, meeting rising customers' demand on bandwidth, speed and stability;
- Investing in cable TV to increase service offerings to customers;
- Continue to expand service coverage domestically;
- Improving the online gaming business, offering more games including mobile games.

• **Distribution and Retailing technology product segment:**

- Enhancing the brand portfolio, improving the distribution network to maintain the No. 1 position in IT and mobile distribution in Vietnam;
- Expanding the retail chain following the plan approved since 2012, opening 50 more stores to have 150 stores by end of 2014.

✓ **Investing in researching new technologies and in other R&D activities:**



In 2014, the Technology Committee will continue to focus on R&D and recommend new solutions in all of FPT's business segments, such as:

- In software outsourcing segment: research to broaden the possibilities of S.M.A.C enablement service offerings in order to proactively offer solutions and to broaden the scope of services offered to the clients, beside the traditional application service outsourcing;
 - Software solutions and System integration segment: designing new and upgrading existing package solutions, or smart infrastructure solutions such as 'smart' transportation camera, e-healthcare, security recognition; or Cloud, Mobility solutions for SME clients, with initial focus on domestic market;
 - Telecom services segment: researching new solutions on call center, log file analysis, application development, or Infrastructure as a Service (IaaS) solution;
 - Digital content segment: focusing on bringing current content into mobile devices, developing 'smart' tools for optimizing news display, and other tools to capitalize on a large reader base;
 - Distribution and retailing segments: optimizing e-commerce portals, developing pre-installed applications on phone sold.
- ✓ **Boosting M&A activities**, actively looking for opportunities in Singapore, the US and Japan markets.

5. 2014 GUIDANCE

Amid such macro-economic conditions and market outlooks as analyzed above, FPT's Board of Directors have approved the following guidance for 2014 with an overall target that revenue up 11%, profit before tax (PBT) up 6%, profit after tax attributed to company's shareholders to increase by 10% yoy.

Unit: VND in billions	Revenue		Profit before tax	
	Value	% change	Value	% change
FPT	31,892	11%	2,672	6%
Technology sector	7,561	16%	1,057	15%
Software development	3,556	26%	663	21%
Software outsourcing	2,750	28%	528	17%
Software solutions	806	21%	135	42%
System integration	3,141	5%	257	-3%
IT services	864	20%	137	32%
Telecom sector	4,685	13%	966	0%
Telecom services	3,830	18%	820	-1%
Digital content	855	-3%	145	4%
Distribution and Retailing sector	19,091	10%	507	25%
IT product distribution	5,997	2%	122	7%
Mobile handset distribution	9,107	6%	360	12%
Retailing and technology products	3,988	36%	24	n/a
Education sector	555	0%	143	7%



In 2014, FPT has approved the direction for heavy investment in telecom infrastructure to convert copper cables to fiber optic to meet rising demand from the market. Quick depreciation method has been applied for such investment which caused Telecom sector's profit not to generate positive growth in the short-run. This is the main reason to make the consolidated PBT growth slower than revenue growth.

6. INVESTMENT PLANS

In 2014, FPT will continue to invest in platforms that support current operations as well as future growth. Investment plans are to support current fast growing segments and highly potential segments, including:

- ✓ **Technology sector:**
 - Heavily investing in new technology and new solution R&D activities; investing for technology workforce in terms of domain expertise and by sectors;
 - Investing to expand and build new campuses at Hoa Lac High Tech Park, at Saigon High Tech Park, District 9, HCMC, and in Da Nang for the software outsourcing business.
- ✓ **Telecom sector:**
 - To invest in subscriber acquisition and continue to buy content royalty;
 - Investing heavily in upgrading telecom infrastructure, and in cable TV services;
 - Buying game titles and developing new games;
 - Investing in game platforms;
 - Upgrading news portals and boosting marketing activities for the e-commerce website.
- ✓ **The Distribution and Retailing sector:** Expanding the retail chain with a target of having 150 shops by the end of 2014.
- ✓ **The Education sector:** Expanding the HO campus at Hoa Lac High Tech Park, Hanoi and building new campus in HCMC.
- ✓ **Investing in R&D:** FPT will maintain the policy of sparing 5% of the previous year's profit before tax for R&D activities;
- ✓ **Investing in M&A activities.**

7. ACTIVITIES OF THE BOARD OF DIRECTORS (BOD)

No.	Board member	Title	Participation	Rate	Reasons for absence
1	Mr. Truong Gia Binh	Chairman	4	4/4	
2	Mr. Bui Quang Ngoc	Vice chairman	4	4/4	
3	Mr. Do Cao Bao	Member	4	4/4	
4	Mr. Truong Dinh Anh	Member	4	4/4	
5	Mr. Le Song Lai	Member	4	4/4	
6	Ms. Le Nu Thuy Duong	Member	4	4/4	
7	Mr. Jean-Charles Belliol	Member	4	4/4	

In 2013, FPT's BOD held quarterly, ad-hoc meetings and gathered shareholders' written opinions to make timely decisions for the following matters:

Session	Participants	Issues discussed
Session 1 February 4 th to 8 th , 2013	Gathering written opinions	✓ Establishment of FPT Myanmar.
Session 2 March 15 th , 2013	BOD: 7/7 members Observers: - Supervisory board: 3/3 - BOM: 3/3	✓ Approval of the 2013 AGM program and proposals.
Session 3 March 27 th -April 1 st , 2013	Gathering written opinions	✓ Approval of the transfer of FPT Services from the FPT Corporation to FPT IS.
Session 4 May 8 th , 2013	BOD: 7/7 members Observers: - Supervisory board: 3/3 - BOM: 3/3	✓ Approval of the remuneration package policy for FPT employees. ✓ Approval of the CEO appointment. ✓ Approval of the overall sourcing program for FPT's second generation leaders. ✓ Approval of the project of building the 1 st phase of FPT office complex in Da Nang.
Session 5 July 31 st , 2013	BOD: 7/7 members Observers: - Supervisory board: 2/3 - BOM: 3/3	✓ Dividend advance for the 1 st half of 2013. ✓ Approval of the corporate governance policy amendment. ✓ Appointment of Mr. Bui Quang Ngoc as CEO of FPT Corporation.
Session 6 August 30 th - September 5 th , 2013	Gathering written opinions	✓ Approval of the ranking procedures for FPT technology professionals.
Session 7 November 13 th , 2013	BOD: 4/7 members Observers: - Supervisory board: 1/3 - BOM: 3/3	✓ 2014 – 2016 strategy report. ✓ 3 rd quarter 2013 performance review and 2013 performance projection. ✓ Approval of the dismissal of Internal Audit Committee under BOD, forming a new committee under BOM. ✓ Approval of the corporate governance policy amendment. ✓ Approval of CEO remuneration package.

Other decisions made in 2013:

- ✓ Dismissal of Chairman, CEO and Deputy-CEOs of FPT Services
- ✓ Ownership transfer of FPT Services from the Parent Company to FPT IS



- ✓ Transferring the accumulated profit of FPT Services (up to March 31st, 2013) to the Parent Company.
- ✓ Increasing the capital contribution of FPT in FPT Retail.

6.2 BOD's supervision over the CEO

- ✓ The interaction between the CEO and the BOD was in line with rules in the Company Charter and Corporate Governance Policy.
- ✓ The CEO reports the quarterly business performance, and proposes matters that subject to BOD's responsibilities for approval on BOD's quarterly meetings.
- ✓ The Chairman attended weekly meetings which are moderated by the CEO, conducted regular meeting with the BOM to update business operations and make timely decisions within his responsibilities.

6.3 Activities of BOD's working committees

On November 15th, 2013, BOD approved the amendment to the Corporate governance policy. Accordingly, the BOD organization structure includes :

- ✓ General meetings of Shareholders;
- ✓ BOD ;
- ✓ The CEO and BOM ;
- ✓ The Supervisory Board.

And functional committees including:

- ✓ Personnel and Remuneration Committee (previously the Committee of Personnel Policy and Planning) ;
- ✓ Development Policy Committee (previously the Strategic Committee) ;
- ✓ The Chairman Office;

The Internal Audit Committee was transformed into the Compliance and Monitoring Department under BOM.

6.3.1 The Personnel and Remuneration Committee

November 2013, the Committee of Personnel Policy and Planning was transformed into the Personnel and Remuneration Committee.

Tasks performed include:

- ✓ Directing the course of finding CEO as requested by FPT's BOD;
- ✓ Developing the Training and Planning program for managers at all levels, training and developing managers/ directors;
- ✓ Building a new remuneration package policy for FPT toward transparent communication to each employee across the Group;
- ✓ Completing the detailed job-description program (MyFPT phase 3) for supporting departments across the group (almost 500 job descriptions);



- ✓ Supervising the personnel planning and remuneration policy implementation at subsidiary level;
- ✓ Enforcing the application of Balanced Scorecard approach in personnel planning and development;
- ✓ Forming new remuneration package policy and ranking criteria for technology experts at the Group's level;
- ✓ Organizing periodical performance reviews in December 2013 for more than 60 senior managers;
- ✓ Sourcing managers to nominate as leaders in overseas markets, such as Singapore, Myanmar, etc.

6.3.2 The Development Policy Committee:

- ✓ Assist in forming and monitoring FPT and subsidiaries' strategies:
 - Assisting the Chairman in implementing FPT strategies with Balanced Scorecard;
 - Supervise the strategy implementation at the Group and subsidiary levels:
 - Supervising subsidiaries in strategy implementation in connection to the Group's; reporting to Chairman of the BOD on progress and quality of the strategy implementation at the HO and subsidiary levels.
 - Co-operating with FLI in training more than 900 middle managers of FPT and subsidiaries on BSC and its application;
 - Monitoring and supervising strategic and pivotal projects such as the Myanmar market penetration project, Singapore expansion, or the 'infrastructure of infrastructure' project.
- ✓ Directing the organization of the October 2013 Strategy Seminar and the Strategy Conference in November 2013.
- ✓ Routing and developing strategic relationships between the Group and Hitachi, Sony, etc.
- ✓ Organizing overseas trips to develop international relationships and searching for opportunities at World Economic Forum (WEF) and the Asian-Oceanian Computing Industry Organization (ASOCIO)'s seminar, etc.

6.3.3 The Internal Audit Committee

Since November 15th, 2013, according to the revised corporate governance policy, the Internal Audit Committee was transformed into the Monitoring and Compliance Department under the BOM. Between January 1st, 2013 and November 15th, 2013, the Internal Audit Committee performed the following activities:

- ✓ *System building:*
 - Completed the Comprehensive Report on the Group's related benefits until 31 December 2012;



- Participating in training courses for updating Auditing/Supervisory knowledge in construction projects.
- ✓ *Conducting the following courses of audit:*
 - Audit of FPT Trading – central region; FPT Trading – Mekong (in Can Tho); FPT University in the central region and in HCMC; FPT Software Da Nang;
 - Subject audits: construction of FPT University in Hoa Lac (phase 1, 2); FPT IS Hanoi's lease and office decoration at Keangnam Tower; construction of FPT Software Da Nang's training centre at Da Nang Industrial Zone; FPT Trading's leasing and construction of central warehouse in My Dinh; FPT Software HCM's F-Town2 construction; The construction of common office building in Tan Thuan of FPT Telecom, FPT Online, FPT Trading; FPT Retail – chain of stores' lease and renovation.
- ✓ *The Internal Audit Committee has achieved specific results in 2013 as follow:*
 - Aided to prevent and limit the conflicts of interest between individuals and the corporation, improving the corporate governance and compliance within the Group;
 - Rendering strict punishments to offense cases.

6.3.4 The advisory board:

The advisory board met quarterly, performed the advisory function by proposing to the BOD and the Chairman on issues related to strategies, long-term growth and other material subjects.

6.3.5 The chairman's office

Assisted the Chairman and BOD in organizing 7 periodic sessions and gathered written opinions, drafted and issued BOD documents conforming to the Corporate Governance Policy, the Company's Charter, the Enterprise Law and other regulatory requirements.

The BOD office was in charge of organizing the 2013 Strategy conference with 2 major events including the October Strategy Seminar and the November Strategy Conference; co-operated with other departments in organizing the 2013 AGM in April 2013.

ON THE BEHALF OF THE BOD

CHAIRMAN

(Signed)

TRUONG GIA BINH



Hanoi, 12th March 2014

**THE STATEMENT TO THE
2014 ANNUAL GENERAL SHAREHOLDERS MEETING
OF FPT CORPORATION**

About: Ratifying the 2014 remuneration package for the Board of Directors

Kindly submits to the 2014 Annual General Shareholders Meeting,

- According to the Charter of FPT Corporation;
- According to Board of Directors Resolution No. 01.03-2014/NQ-FPT-HĐQT dated 11th March 2014;

The Board of Directors (BOD) kindly submits to the General Shareholders Meeting to ratify the 2014 remuneration package for the Board of Directors. Details as follows:

- Salary for executive members: **VND 10.76 billion.**
- Bonus for executive members does not exceed **0.49%** of the consolidated profit after tax.
- Remuneration for non-executive members: **VND 1.1 billion.**

Kindly submits to the General Shareholders Meeting to approve.

ON THE BEHALF OF BOD

CHAIRMAN

(Signed)

TRUONG GIA BINH



Hanoi, 10th March 2014.

2013 REPORT OF SUPERVISORY BOARD

Based on functions and duties of Supervisory Board regulated in the Enterprise Law and Charter of FPT Corporation, the Supervisory Board reports to General Meeting shareholders the situation and the performance of the Supervisory Board in 2013 as follows:

1. Major activities in 2013:

The Supervisory Board followed the requirement of holding quarterly meetings with additional exchanges between members to protect shareholders' benefits:

- ✓ Supervising the implementation of resolutions approved by 2013 AGM; Supervising the implementation of BOD's resolutions after each periodic and ad-hoc meetings;
- ✓ Sending participants to 100% of periodic meetings of BOD and contributing ideas according to the board's authority.
- ✓ Participating in and actively contributing ideas to FPT's 2013 Strategy Conference;
- ✓ Reviewing quarterly business performance reports prepared by the BOM and the Department of Accounting and Finance to timely update information for supervisory work;
- ✓ Reviewing and giving opinions on issues being raised in independent auditor's reports, reports of other legal bodies;
- ✓ Supervising the reporting and implementation of follow-up actions required in Government's tax/finance audit authorities to ensure the conformation of the Group and subsidiaries to legal regulations.

2. The inspection results of the company's operations and financial performance:

The supervisory board has reviewed all financial reports of the company in 2013 and has opinions as follow:

- ✓ All financial reports give a true and fair view of, in all material respects, the financial performance and position of the group at each closing date, in accordance with current Vietnamese accounting standards.
- ✓ The BOM has paid due attention to standardization and financial policy building for a global and consistent application across the group. The new remuneration policy was released in 2013 demonstrated the transparency and standardization for the whole system;
- ✓ The Financial Planning Department has built a system of management rules and convenient cash-flow centralization procedures between subsidiaries. The Group has assured a strong cash flow position and efficient capital utilization in 2013.
- ✓ The supervisory board had reviewed all inspection minutes of the Tax department and other inspection delegations with the parent company and its subsidiaries, which were provided by the finance department; supervised the explanation and subsequent amendments from related departments/subsidiaries;



- ✓ The supervisory board had sent members joining the internal inspection delegate of the internal audit committee for periodic audits as well as subject audits at subsidiaries in HCMC in September 2013;
- ✓ Cooperating with independent auditor to review and clarify issues raised during the audit; The supervisory board agreed with comments and appraisals of independent auditor and internal reports in 2013.
- ✓ Supervising the fulfillment of obligations to the Government as per regulatory requirements, including tax, social insurance, health insurance and other financial obligations. In 2013, the company had calculated and contributed to the State budget sufficiently without any frauds;

The supervisory board had not detected any irregular case in the group's financial operation. All financial procedures followed the internal control system in effect.

The Internal Audit Committee played an active role and had positive contributions to the Group's governance. The co-ordination with the Supervisory Board has been more effective than in 2012, and brought good impacts to both sides' operations.

3. Inspection results with BOD, BOM and other managers:

The Supervisory Board acknowledged the effort of the BOD in 2013 in following strategic directions of the group, making timely and effective decisions, helping the BOM to perform well;

2013 was also a year of change at the top management of the group: Mr. Bui Quang Ngoc replaced Mr. Truong Gia Binh as the group's CEO. The supervisory board had supervised the election process as regulated, in which the selection of the new CEO was transparent with the consultation from independent, professional recruitment agency; all criteria and conditions were agreed among BOD members after rounds of transparent discussions. This change in the senior management position did not have any negative impact on the group's organization, governance and performance in 2013.

Regarding the operation supervision of subsidiaries: in 2013, the supervisory board did not record any abnormal issue regarding activities of the BOD, BOM members of the parent company as well as of subsidiaries.

4. Appraisal of the coordination between the supervisory board and the BOD, BOM:

The Supervisory Board had received sufficient information regarding BOD's decisions, fully attended BOD meetings and contributed ideas to the BOD, BOM for better management of the company in 2013. The closeness and transparency were consistent in the coordination between the (Supervisory) Board and the BOD, BOM.

The supervisory board frequently participated in quarterly investor meetings in which the company updates the performance results and directions for shareholders. The board highly appreciate the openness and transparency in disclosing information to the public of BOM which helped to create shareholders' trust.



The Supervisory Board has suggestions to the BOD and BOM as follows:

- ✓ The Supervisory Board recommends the BOD to closely supervise the sourcing and training program for the group next generation leaders' candidates.
- ✓ The Supervisory Board suggests further improvement of the Monitoring and Compliance Department (formerly Internal Audit Committee) with better coordination between both sides in 2014; creating the co-ordination mechanism between the Committee and the Supervisory Board to make sure and transparency and effectiveness of the Groups's financial system.

5. Operating costs of the Supervisory Board in 2013

General Meeting of Shareholders in 2013 had approved an annual operating budget and remuneration for Supervisory Board of VND 435.8 million. In 2013, the cost incurred by the Supervisory Board used to pay remuneration to the members was VND 280.8 million.

Kindly proposes to the General Shareholders' Meeting to approve.

HEAD OF SUPERVISORY BOARD

(Signed)

NGUYEN VIET THANG



Hanoi, 12th March 2014

2014 PLAN OF SUPERVISORY BOARD

Supervisory Board asks for approval of Activities Plan and Budget for Supervisory Board in 2014. Details are as follows:

1. Main and regular activities

To co-ordinate to organize the Annual and Extraordinary General Shareholders Meeting (if any):

- ✓ To ensure the seriousness and properness of the Annual General Shareholders Meeting 2014;
- ✓ To evaluate the accuracy and validity of the participants;
- ✓ To supervise the accuracy of vote checking process, vote checking software, voting results;
- ✓ To ensure the seriousness and properness of voting, vote checking process and voting results as well as asking for shareholders' written opinions (if any).

The Supervisory Board assigned members to participate in BOD's periodical and extraordinary meeting and other meetings to ensure the transparency of BOD's activities; supervised the accuracy and proper of BOD meetings as well as information publicity.

Contribute ideas within responsibility and authorization to protect shareholders' rights.

Evaluate the suggestions from the independent auditor proposed by the Board of Management submitting to the General Shareholders Meeting.

Work with independent law consultancy for arising related issues (if any).

2. Supervise business and finance activities

Review Financial Statements of the Corporation and member companies. Review assessment reports by the independent auditor and supervise the execution of issues raised by auditor within the Board's authorization.

Check and evaluate the seriousness, properness and transparency of the ESOP share issuance (if any) for FPT employees with notable achievements.

Supervise the compliance of the approved resolution of 2014 General Shareholders Meeting to protect shareholders' rights.



Co-ordinate with Planning and Finance Department to supervise the implementation of committed financial norms in 2014. Supervise and contribute to the evaluation of finishing plan criteria timely on quarterly basis.

Review and supervise financial and operational and other regulations issued by BOD and BOM during the year. Ensure the legal compliance, evaluate the effects of these implementation to shareholders' rights.

Supervise the observance of the regulatory obligations, including: tax and duty, social insurance, health insurance and other financial obligation.

Study and work with legal consultancy on any arising issue (if any).

3. Enhance the co-ordination among the Supervisory Board, the BOD and the BOM

Assign members to participate in all BOD meetings during the year and contribute ideas for company governance.

Maintain smooth communication channels among the Supervisory Board, the BOD and the BOM to process arising issues in a promptly and efficiently manner

Continue to enhance co-operation between the Supervisory Board and the Monitoring and Compliance Department to evaluate, process timely arising issues. Supervise processing after inspection. In 2014, the Supervisory Board intends to co-operate with three or four inspection field trips together with the Monitoring and Compliance Department to perform periodic audits and audits by special subjects during the year.

4. Budget for Supervisory Board's activities in 2014

The Supervisory Board will increase participation in inspection trips together with the Monitoring and Compliance Department to work at member companies.

Continue to hire foreign consultants to implement jobs out of members' technical knowledge, especially jobs relating to law to ensure the legality.



For 2014, the Supervisory Board proposes budget as follows:

<i>No.</i>	<i>Description</i>	<i>Unit</i>	<i>Quantity</i>	<i>Unit Price (VND)</i>	<i>Amount (VND)</i>
1	Hire Professional Consultants	H	50	1,500,000	75,000,000
2	Remuneration for Supervisory Board members (3 pp * 8h/m * 12 ^{months})	H	288	1,300,000	374,400,000
3	Travelling expense (Da nang/HCMC)	Times	5	10,000,000	50,000,000
Total					499,400,000

Thank you.

On behalf of the Supervisory Board,

HEAD OF SUPERVISORY BOARD

(Signed)

NGUYEN VIET THANG



Hanoi, 11th March 2014

**THE STATEMENT TO THE
2014 ANNUAL GENERAL SHAREHOLDERS MEETING
FPT CORPORATION**

About: Ratifying the FY2013 profit distribution plan

Kindly submits to the 2014 Annual General Shareholders Meeting,

- ✓ According to the Charter of FPT Corporation;
- ✓ According to the audited Financial Statement 2013;
- ✓ According to the 2013 cash dividend payment plan approved at the 2013 Annual General Shareholders Meeting;
- ✓ According to Board of Directors Resolution No. 01.03-2014/NQ-FPT-HĐQT dated 11th March 2014,

The Board of Directors (BOD) kindly submits to the General Shareholders Meeting to ratify the FY2013 profit distribution plan. Details as follows:

- ✓ Cash dividend: Proposed total payment for the year 2013 of 30% (equivalent to VND 3,000 per share). In which:
 - Advance dividend paid in 2013: 15% (equivalent to VND 1,500 per share).
 - Remaining dividend will be paid after being approved by the AGM: 15% (equivalent to VND 1,500 per share);
 - Payment timing: 2nd Quarter, 2014
 - BOD is authorized to execute dividend payment;
- ✓ Stock dividend payment:
 - Propose to pay stock dividend from retained earnings with ratio of 25% (equivalent to 4 existing shares to gain 1 more new share). Additional shares will be listed after paying stock dividend;
 - Execution timing to fix shareholders list to implement the rights together with cash dividend payment mention above: Quarter 2/2014
 - BOD is authorized to decide in details the execution of stock dividend payment including odd stock (if any).

Kindly submits to the General Shareholders Meeting to approve.

ON THE BEHALF OF THE BOD

CHAIRMAN

(Signed)

TRUONG GIA BINH



Hanoi, 12th March 2014

**THE STATEMENT TO THE
2014 ANNUAL GENERAL SHAREHOLDERS MEETING
FPT CORPORATION**

About: Ratifying the 2014 cash dividend payment plan

Kindly submits to the 2014 Annual General Shareholders Meeting,

- According to the Charter of FPT Corporation;
- According to Business Plan 2014;
- According to Board of Directors Resolution No. 01.03-2014/NQ-FPT-HĐQT dated 11th March 2014,

The Board of Directors (BOD) kindly submits to the General Shareholders Meeting to ratify the FY2014 cash dividend payment plan. Details as follows:

- The ratio for FY2014 cash dividend payment is 20% (equivalent to VND 2,000 per share, based on the quantity of new shares after paying stock dividend of 25%).
- The Board of Directors will base on actual business performance to decide the interim dividend at an appropriate time of the year as well as other related issues, ensuring not to negatively affect the operations of the company.
- The final ratio of cash dividend in 2014 will be decided by 2015 Annual General Meeting of shareholders.

Kindly submits to the General Shareholders Meeting to approve.

**ON THE BEHALF OF THE BOD
CHAIRMAN**

**(Signed)
TRUONG GIA BINH**



Hanoi, 12th March 2014

**THE STATEMENT TO THE
2014 ANNUAL GENERAL SHAREHOLDERS MEETING
OF FPT CORPORATION**

About: Ratifying the share issuance plan for employees in 2014-2016

Kindly submits to the 2014 Annual General Shareholders Meeting,

- ✓ According to the Charter of FPT Corporation;
- ✓ According to the Board of Directors Resolution No. 01.03-2014/NQ-FPT-HĐQT dated 11th March 2014.
- ✓ According to targets to ensure stable development of the Corporation as follows:
 - Partially aligning senior managers' income with the future long-term development of the Corporation;
 - Encouraging senior managers with notable achievements in their work, making pivotal contribution to the Corporation to stay with and continue to contribute to the development of the Corporation;
 - Enhancing the harmonization between senior managers and shareholders' benefit, employees are entitled to benefit from their own efforts in the role of shareholders, maximizing shareholders' value accordingly.
 - Seeking for talents who can potentially make important contribution to the Corporation.

The Board of Directors (BOD) kindly submits to the General Shareholders Meeting to ratify the share issuance plan for employees in 2014-2016. Details are as follows:

- ✓ To issue Type 3 ESOP (according to Article 5, Charter of FPT Corporation) at par value with lock-up period of 3 years for employees with notable achievements, and for short-listed talents for the 3-year period from 2014 to 2016. Accordingly, total number of shares issued will not exceed 0.5% of the chartered capital at the issuance date. These shares will be listed right after issuance.
- ✓ Issuance timing: 3 times in 2015, 2016 and 2017. Issuance will be implemented after the issuance of the Audited Financial Statements of the previous year.
- ✓ Beneficiaries: Key staff from level 5 upwards; and short-listed talented employees.
- ✓ Lock-up period: 03 years.
- ✓ To authorize the BOD to make detailed decisions and to execute.

Kindly submits to the General Shareholders Meeting to approve.

**ON THE BEHALF OF THE BOD
CHAIRMAN
(Signed)**

TRUONG GIA BINH



VOTING ISSUES

- Content 1:** Ratifying the 2013 Audited Financial Statements, the Board of Directors' Report, and the Supervisory Board's Report.
- Content 2:** Ratifying the FY2013 profit distribution plan.
- Content 3:** Ratifying the FY2014 cash dividend payment plan.
- Content 4:** Ratifying the share issuance plan for employees in 2014-2016.
- Content 5:** Ratifying the 2014 remuneration package for the Board of Directors; the 2014 action plan and remuneration package for the Supervisory Board.

Hanoi, 11th March 2014

**ON THE BEHAFT OF BOD
CHAIRMAN**

(Signed)

TRUONG GIA BINH



FPT CORPORATION

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom - Happiness

Hanoi, 29th March 2014

RESOLUTION

THE 2014 ANNUAL GENERAL SHAREHOLDERS MEETING OF FPT CORPORATION

Pursuant to:

- Enterprise Law No. 60/2005/QH11 dated 29th November 2005;
- FPT Corporation's Charter ;
- Voting Report of 2014 Annual General Shareholders Meeting dated 29th March 2014;
- Meeting Minute of 2014 Annual General Shareholders Meeting dated 29th March 2014,

The 2014 Annual General Shareholders Meeting of FPT Corporation (AGM) was held at Hanoi Daewoo Hotel on 29th March 2014 with shareholders and assignees to attend, representing shares equivalent to% of total voting - right shares, who discussed and ratified the following issues:

- 1. Ratified the 2013 Audited Financial Statements, Board of Directors' Report, 2013 Supervisory Board's Report.**
 - 2. Ratified the plan for FY2013 profit distribution.**
- Cash dividend: for FY2013 is 30% (or VND 3,000 per share). In which:
 - o Advance dividend paid in 2013: 15% (equivalent to VND 1,500 per share).
 - o Remaining dividend will be paid after being approved by the AGM of 15% (equivalent to VND 1.500 per share);
 - o Time for payment: Second Quarter, 2014
 - o BOD is authorized to decide in details of the execution of cash dividend payment.
 - Stock dividend payment:
 - o Pay stock dividend from retained earnings with ratio 25% (equivalent to 4 existing shares to gain 1 more new share). Additional shares will be listed after paying stock dividend.
 - o Execution timing to fix shareholders list to implement the rights together with cash dividend payment mention above: Quarter 2/2014



- BOD is authorized to decide in details the execution of stock dividend payment including odd stock (if any).

3. Ratified the cash dividend plan in 2014.

- The ratio of cash dividend payment in 2014 is 20% (equivalent to VND 2,000 per share, based on the quantity of new shares after paying stock dividend of 25%).
- The Board of Directors will base on actual business performance to decide the interim dividend at the appropriate time of the year as well as other related issues, ensuring not to negatively affect the operations of the company.
- The ratio of cash dividend in 2014 will be decided by 2015 AGM.

4. Ratified the shares issuance plan for employees in 2014-2016.

- To issue Type 3 ESOP (according to Article 5, Charter of FPT Corporation) at par value with lock-up period of 3 years for employees with notable achievements, and for short-listed talents for the 3-year period from 2014 to 2016. Accordingly, total number of shares issued will not exceed 0.5% of the chartered capital at the issuance date. These shares will be listed right after issuance.
- Issuance timing: 3 times in 2015, 2016 and 2017. Issuance will be implemented after the issuance of the Audited Financial Statements of the previous year.
- Beneficiaries: Key staff from level 5 upwards; and short-listed talented employees.
- Lock-up period: 03 years.
- To authorize the BOD to make detailed decisions and to execute.

5. Ratified the 2014 remuneration package for the Board of Directors; the 2014 action plan, and remuneration package for the Supervisory Board.

The Resolution was ratified by the 2014 Annual General Shareholders Meeting of FPT Corporation. Board of Directors bases on the Resolution to implement.

**ON BEHALF OF
SECRETARIES**

CHAIRMAN

LAI THI HUONG HUYEN

TRUONG GIA BINH